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Exhibit

EXHIBIT C

Confidential Memo

To: Deborah Salach
From: Julie Riley Harrison
Date: 02/06/02
Re: Level 3 Working Environment Experience

My Experience from August 2000-June 2001

Level 3 Communications in San Jose, California from August 28, 2000 employed me until June of 2001 in the position of Sr. Sales Executive working under Director Sheila Woods. My working experience at Level 3 Communications had some very mixed and tense moments, which were both difficult and surprising in 2001.

The following incidents caused me concern about the everyday working conditions as well as Level 3's employment practices and policies.

Incident 1. November 2000

Level 3 was in a temporary office. I was sharing an office with 2 members of my team, Gregg Victory and Michael Palmaffy. Both of these individuals were popular with a person called Randy Selly, Sr. Sales Executive on another team. Randy would visit everyday when he was not on appointments or traveling.

On one occasion, Randy noticed a woman in a Mercedes delivering her 2 children to a daycare center across the parking lot from the office window. Immediately, Randy made comments on the woman's body and said that this woman could "rock his boat" anytime. Gregg Victory commented on the fact that the woman had 2 children and was probably married. Randy insisted that he could overcome any of these barriers with his sexual prowess and charm.

I was upset by the interaction and commentary. Due to my newness in the company, I did not report the incident to Sheila or HR. When Randy left, Gregg and Michael did comment on how Randy was always talking about his ability to attract women.

Incident 2: November 2000

I was walking down the hall going back to my temporary office. I heard someone saying the following expletives as I approached an open office door in the temporary office suite: I hate this fucking company and this fucking computer. Fuck this!

I walked into the room concerned about the individual as well as some of the other company offices, which may have heard the outburst. I saw Randy Selly sitting at his computer. I asked him, "Randy, are you ok?" He turned to me and said: "I hate this fucking company. Are you going to call HR?" I walked out and did not respond to his question. I was hurt and angered by the incident. I told my team member, Gregg Victory and mentioned the incident to my direct superior, Sheila Woods. Also, Gregg

told me that he told Sheila that such behavior merited action on the part of management. I never was informed by anyone of any action toward Randy for this incident.

cdsdIncident 3: March 2001

Level 3 had moved to new offices in Santa Clara. Teams were assigned to cubicles according to teams. Sheila Woods' team was in the first row of cubicles and Greg Collier's team was in the second row of cubicles. Randy Selly was a salesperson on Greg's team.

Randy still visited with Gregg Victory and Michael Palmaffy. He would talk to them about 3 times a day. He was still making comments about women, drinking and other stories. I was busy working and tried to leave if his commentary was too negative or offensive.

One morning, I arrived at work around 10 AM PST. Randy Selly and Michael Palmaffy were looking at Michael's computer screen. When I walked by to sit at my cube, which was next to Michael's cube, both Randy and Michael drew in closer to the screen. I began to retrieve messages from email and voicemail.

Michael and Randy began to comment to what they were looking at on the screen. Randy said, "Boy what a mouth on that woman. I require a large mouth for my size." Randy also commented loud enough for me to hear "I need a young "Christian" virgin when I fuck"!

I decided to get coffee. Michael asked me as I walked away if I knew what they were doing. He commented that this would be an HR "nightmare". I walked away.

After I returned with coffee, Michael and Randy had ceased this behavior of watching the computer screen. Randy commented to Michael that he needed him to "forward the copy" to his hard drive. He left our team area.

The next day, Randy was at the cubicle right next to mine on his team's side talking to Julie Keller, Sr. Salesperson on Greg Collier's team. He told Julie that he wanted her to watch this. He said that this reflected his needs in bed and how to be fucked. He went to his computer and sent the file over to hers.

He commented during the showing on Julie's computer. He said, "This is the only way that I can be satisfied. Look at her mouth. She can take all of it. This is the way that I am can be happy".

About 2 days later, I went to Julie Keller's cubicle. I asked Julie about the incident. I told her that I wanted to clarify if she was upset after being pressured by Randy to watch the pornography segment. Julie stated that this did upset her, but in the past she had reported the incident to management, David Belove, and she had been made fun of by Randy and his teammates. No action had been taken to censure Randy's behavior to the point where he was reluctant to commit this behavior on a different level again.

I went to Sheila Woods. I told her the incident as described above. She later said that Randy was reported to HR. He still was employed when I was laid off in June of 2001. He was in the same room as Deborah and I.

Thank you for your interest in this manner.



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I went to my superior. I told of the incident as described above. It was later said that Randy was reported to HR. He still was employed until the lay off in June of 2001.